



**Invitation
to the 2017 Annual General Meeting**

STADA Arzneimittel AG
Bad Vilbel

WKN 725180
ISIN DE0007251803

We hereby invite shareholders of our Company to the

**Annual General Meeting
to be held on August 30, 2017 at 10.00 a.m. (CEST)**

in the

**Congress Center Messe Frankfurt,
Congress Ebene C2, Saal Harmonie,
Ludwig-Erhard-Anlage 1,
60327 Frankfurt am Main,
Germany.**

Agenda

Item 1 on the agenda

Submission of the adopted annual financial statements of STADA Arzneimittel AG and the consolidated financial statements as at December 31, 2016, the management report of STADA Arzneimittel AG and the consolidated management report, the explanatory report of the Executive Board regarding the statements pursuant to section 289, para. 4 and section 315, para. 4 of the German Commercial Code (Handelsgesetzbuch – HGB) as well as the report of the Supervisory Board for financial year 2016

On March 27, 2017, the Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Executive Board. The annual financial statements were thus adopted pursuant to section 172 of the German Stock Corporation Act (Aktiengesetz – AktG). In accordance with the law, no resolution of the Annual General Meeting is to pass on Agenda Item 1. The documents for Agenda Item 1 will be made available to shareholders on the Internet at www.stada.com/agm2017 as from the date of the convening notice of the Annual General Meeting. They will also be displayed for inspection at the Annual General Meeting and be described in more detail.

Item 2 on the agenda

Resolution on the appropriation of the balance sheet profits

The Executive Board and the Supervisory Board propose to allocate the balance sheet profits of financial year 2016 in the amount of EUR 67,032,635.51 as follows:

| | | |
|-----------------------------------------------------------------------------------------------------------------------|------------|----------------------|
| 1. Dividend distribution of EUR 0.72 per share entitled to dividend (62,258,129 existing shares entitled to dividend) | EUR | 44,825,852.88 |
| 2. Profit carried forward to new account | EUR | 22,206,782.63 |
| Balance sheet profits | EUR | 67,032,635.51 |

The amounts stated for the total dividend and the amount to be carried forward are based on the dividend-entitled shares as of the date of the allocation-proposal. Pursuant to section 71b of the German Stock Corporation Act, the Company's treasury shares are not dividend-entitled. If the number of dividend-entitled shares changes until the date of the Annual General Meeting, the Annual General Meeting shall be submitted with an accordingly adjusted proposal on the allocation of the profits. This proposal will provide for an unchanged distribution of EUR 0.72 per dividend-entitled share as well as correspondingly adjusted payout and amount to be carried forward.

Pursuant to section 58, para. 4, sentence 2 of the German Stock Corporation Act in the version applicable from January 1, 2017, the dividend entitlement is due on the third business day following the resolution by the Annual General Meeting, i.e. on September 4, 2017.

Item 3 on the agenda

Resolution formally approving the activities of the members of the Executive Board for financial year 2016

The Executive Board and the Supervisory Board propose to approve the activities of the members of the Executive Board, who were acting in 2016, for financial year 2016.

Item 4 on the agenda

Resolution formally approving the activities of the members of the Supervisory Board for financial year 2016

The Executive Board and the Supervisory Board propose to approve the activities of the members of the Supervisory Board, who were acting in 2016, for financial year 2016.

Item 5 on the agenda

Resolution on the election of the auditor and Group auditor for financial year 2017

The Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as the auditor and Group auditor for financial year 2017.

The proposal is based on the recommendation and preference of the Audit Committee. On the basis of a selection process carried out in accordance with the specific requirements for the audit of companies of public interest pursuant to section 16 of resolution 537/2014 of the European Parliament and Council of April 16, 2014 and to repeal resolution 2005/909/EG of the Commission (*Auditor resolution*) the Audit Committee is to recommend that the Supervisory Board propose either Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Eschborn, or PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as the auditor and Group auditor for financial year 2017. The Audit Committee expressed its preference for PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft.

The Audit Committee declared that its recommendation was not improperly influenced by third parties and no clause such as those included in section 16, para. 6 of the auditor regulation was imposed.

Item 6 on the agenda

Resolution on the approval of the system for the remuneration of members of the Executive Board

Pursuant to Section 120 para 4 of the German Stock Corporation Act, the Annual General Meeting may – without creation of rights and obligations – resolve on the approval of the system for the remuneration of members of the Executive Board. Most recently, the Company's Annual General Meeting approved the remuneration system by resolution dated June 16, 2011. The Supervisory Board agreed a new Executive Board remuneration system at its meeting on December 13, 2016, which is to be presented to the Annual General Meeting for approval this year. The Executive Board members are to be remunerated in line with this new remuneration system in future. The service contract concluded with Dr. Barthold Piening

as an Executive Board member is already based on the new remuneration system. The service contracts concluded with Engelbert Coster Tjeenk Willink and Dr. Bernhard Düttmann are not based on the new remuneration system as Mr Tjeenk Willink and Dr. Düttmann are each only appointed as Executive Board members on an interim basis until December 31, 2017.

The previous system for the remuneration of members of the Executive Board is described in detail in the 2016 remuneration report under "Structure of the Executive Board remuneration system for financial year 2016". This section of the remuneration report, which is part of the management report for the financial year 2016, is printed from page 75 in the Annual Report 2016. The new Executive Board remuneration system agreed by the Supervisory Board on December 13, 2016 is included in a separate report. The remuneration report for financial year 2016 with the former remuneration system and the separate report on the new Executive Board remuneration system are available on the Company's website at www.stada.com/agm2017 and will also be available for inspection at the Annual General Meeting.

The Executive Board and Supervisory Board propose to resolve as follows:

The Annual General Meeting approves the new system for the remuneration of members of the Executive Board, as agreed by the Supervisory Board in its meeting on December 13, 2016, which is included in the separate report on the new Executive Board remuneration system.

Total number of shares and voting rights

At the convening of the Annual General Meeting, the Company has a share capital of EUR 162,090,344.00; it is divided into 62,342,440 registered shares with no-par value representing an arithmetical share of the share capital of EUR 2.60 per share. Each share grants entitlement to one vote. The Company holds 84,311 treasury shares at the date of the convening notice. There is a total number of shares with participation and voting rights of 62,258,129.

Preconditions for participating in the meeting and exercising voting rights

Only those shareholders are entitled to attend the Annual General Meeting and to exercise the voting right in the Annual General Meeting who are registered in the Company's share register on the day of the Annual General Meeting and have notified their attendance such that their notice of attendance has been received by the Company at the latest by August 23, 2017, 24.00 (CEST) at the address below:

STADA Arzneimittel AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 / 21027288

The notice of attendance of the shareholder can also be electronically submitted at the latest by August 23, 2017, 24.00 (CEST) via an electronic Internet form provided by the Company at www.stada.com/agm2017 or to the e-mail hv2017@stada.de. The individual access information for the use of the electronic Internet form with password protection will be sent to the shareholders with the Invitation to the Annual General Meeting.

Pursuant to section 67, para. 2, sentence 1 of the German Stock Corporation Act, in relation to the Company, only a person who has been registered as such in the share register shall be deemed a shareholder. Accordingly, the registration status of the share register on the day of the Annual General Meeting will be decisive

for determining participation and voting rights. For technical reasons, applications for changes to the Company's share register will not be registered during the period of August 24, 2017, 0.00 (CEST) through August 30, 2017, 24.00 (CEST). For this reason, the state of registrations in the share register to exercise the participation and voting rights on the day of the Annual General Meeting will correspond to the state of registrations after the last registration day on August 23, 2017, 24.00 (CEST). Technical cut-off date (so called Technical Record Date) is therefore the end of August 23, 2017. The registration for the Annual General Meeting does not result in the shares being blocked; the shareholders are still free to make dispositions in respect of the shares after registration. Purchasers of shares whose applications for change of registration were received by the Company after August 23, 2017, 24.00 (CEST) can therefore not exercise their participation and voting rights arising out of these shares, unless they have obtained a power of attorney to do so or an authorization to exercise such rights. In such cases, participation and voting rights remain with the shareholder registered in the share register until the change in registration.

Upon timely reception of the notice of attendance, the admission ticket for the Annual General Meeting will be issued and sent to the shareholder. The admission ticket simplifies procedures at the admission desks for entrance to the Annual General Meeting. The convening of the Annual General Meeting including the agenda along with the documents concerning registration and/or granting of proxy will be sent by the Company unsolicited to all shareholders who are listed in the share register at the latest at the beginning of the 14th day prior to the day of the Annual General Meeting.

Credit institutions and shareholders' associations as well as other persons, institutes or companies of equal status pursuant to section 135 para. 8 or section 135 para. 10 in conjunction with section 125 para. 5 of the German Stock Corporation Act may exercise voting rights arising under registered shares which they do not hold, but with respect to which they are registered in the share register as shareholder, only pursuant to an authorization of the shareholder. Details on these authorizations can be found in section 135 of the German Stock Corporation Act.

Further information about the notification process can be found on the Invitation to the Annual General Meeting sent to all shareholders.

Procedure for exercising voting rights by a proxy holder

Shareholders may exercise their voting rights in the Annual General Meeting by a proxy holder, e.g. a credit institution, a shareholders' association or by a person of their choice as well as by the proxy representative or a member of the Advisory Board of the Company. If the shareholder authorizes more than one person, the Company may reject one or more of such persons. Authorization of a proxy also requires notice of application in a timely manner.

Authorization of a third party

The granting of proxy, its revocation and proof towards the Company must be provided in text form pursuant to section 134 para. 3, sentence 3 of the German Stock Corporation Act. In the event that a credit institution, a shareholders' association or another person or institution of equal status pursuant to § 135 para. 8 or section 135 para. 10 in conjunction with section 125 para. 5 of the German Stock Corporation Act is to be appointed proxy, neither the law nor the Articles of Association stipulate a particular form requirement.

Shareholders may use the "Registration Sheet to the Annual General Meeting 2017" sent together with the Invitation to the Annual General Meeting for granting of proxy. Shareholders may also issue a separate authorization. An authorization form for this purpose is also available on the Internet at www.stada.com/agm2017.

Notwithstanding any other legally permitted method of transmission of the proof of authorization of a proxy to the Company, such proof may be electronically transmitted by using a password-protected Internet form at www.stada.com/agm2017 or via e-mail to hv2017@stada.de. The individual access information for the use of the electronic Internet form with password protection will be sent to the shareholders with the Invitation to the Annual General Meeting.

Specific rules have to be observed when authorizing credit institution or institutes or companies of equal status pursuant to section 135 para. 10 in conjunction with section 125 para. 5 of the German Stock Corporation Act as well as shareholder's associations or persons of equal status pursuant to section 135 para. 8 of the German Stock Corporation Act; details should be requested from the party to be

authorized. By law, the authorization must be granted to a certain proxy holder and recorded by the proxy holder in a verifiable manner. In addition, the form of proxy shall be completed in full and may only contain statements related to the exercise of voting rights. We therefore ask you to come to an agreement with the intended proxy about the form of the authorization in case you wish to authorize a credit institution, a shareholders' association or another person of equal status pursuant to section 135 of the German Stock Corporation Act. Under section 135 of the German Stock Corporation Act, violation of the aforementioned and certain other requirements for authorization of those named in this paragraph, does, however, not affect the validity of the vote pursuant to section 135 para. 7 of the German Stock Corporation Act.

Exercising voting rights through a proxy representative of the Company or an Advisory Board member of the Company

We offer our shareholders the special service of being represented by the proxy representative of the Company or an Advisory Board member of the Company. Under the Articles of Association, the Advisory Board shall have the specific duty to be at the disposal of the shareholders who do not wish to exercise their rights in the Annual General Meeting in person, and to act as their authorized representative in the Annual General Meeting. For that purpose, the proxy representative or Advisory Board member must receive authorization as well as express and clear instructions for exercising the vote on each relevant item of the agenda. In case of absence of express and clear instructions, the proxy representative or Advisory Board member shall abstain from voting on the relevant voting item. In the event that individual ballots are conducted in respect of an Agenda Item, any instruction issued in this regard will apply accordingly in respect of each individual sub-item. The proxy representative and Advisory Board members are obliged to follow voting instructions. They will not accept any instructions relating to requests to speak, asking questions or bringing forward motions or nominations, or the filing of objections against resolutions by the Annual General Meeting.

Authorization and voting instructions to the proxy representative named by the Company or the Advisory Board members may be granted in text format using the authorization and instruction form for that purpose on the "Registration Sheet to the Annual General

Meeting 2017" enclosed with the Invitation to the Annual General Meeting, via an electronic Internet form with password protection at www.stada.com/agm2017 or via e-mail to hv2017@stada.de. Authorizations and instructions in text format to proxy representative of the Company or the Advisory Board members must have been received by the Company at the following address:

STADA Arzneimittel AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Deutschland
Fax: +49 (0) 89 / 21027288
E-mail: hv2017@stada.de

All other permitted modes of attendance and representation, in particular attendance in person or attendance through an authorized representative will, of course, not be affected by this offer to exercise voting rights through the proxy representative named by the Company or an Advisory Board member.

More details about authorizing and instructing the proxy representative named by the Company or an Advisory Board member will be sent together with the invitation to the Annual General Meeting. Similar information may also be viewed on the Internet at www.stada.com/agm2017.

**Rights of the shareholders pursuant
to sections 122 para. 2, 126 para. 1, 127, 131 para. 1
of the German Stock Corporation Act**

**Requests for supplements to the agenda pursuant to section
122 para. 2 of the German Stock Corporation Act**

Shareholders whose shares amount in aggregate to not less than a twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000.00, may demand that items are put on the agenda and published. Each new item shall be accompanied by an explanation or a draft proposal. Such requests are to be addressed in writing to the Executive Board of STADA Arzneimittel AG and must be received by the Company at least 30 days before the Annual General Meeting, i.e., at the latest by July 30, 2017, 24:00 (CEST).

Please send such requests to the following address:

STADA Arzneimittel AG
Executive Board
Stadastraße 2-18
61118 Bad Vilbel
Germany

Those submitting such requests must document that they have been the owners of the shares for the duration of at least 90 days prior to the day of the receipt of the request and hold the shares until such time as a decision of the Executive Board is rendered regarding their request (sections 122 para. 2, 122 para. 1 sentence 3 of the German Stock Corporation Act as well as section 70 of the German Stock Corporation Act).

The announcement and provision of requests for supplements is carried out in the same way as convening notices.

Motions and nominations by shareholders pursuant to sections 126 para. 1, 127 of the German Stock Corporation Act

Shareholders of the Company may submit countermotions against proposals of the Executive Board and the Supervisory Board with respect to specific Agenda Items as well as nominations for the election of the auditor and the Supervisory Board. If countermotions are meant to be made accessible, they must include an explanatory statement; nominations do not require an explanatory statement. Countermotions regarding to the agenda and nominations must be exclusively forwarded to the Company's following address:

STADA Arzneimittel AG
Legal Department
Stadastraße 2-18
61118 Bad Vilbel
Germany
Fax: +49 (0) 6101 / 603 611970
E-mail: hv2017@stada.de

Any countermotions and nominations received by the Company at the aforementioned address no later than 14 days before the day of the Annual General Meeting, i.e. by August 15, 2017, 24:00 (CEST), will be published immediately after receipt on the Internet at www.stada.com/agm2017 including the name of the shareholder and – in case of motions – including the explanatory statement under the further conditions of sections 126, 127 of the German Stock Corporation Act. Possible statements of the administration will also be published at the same Internet address.

Right to information in accordance of section 131 para. 1 of the German Stock Corporation Act

Each shareholder shall upon request be provided with information at the Annual General Meeting by the Executive Board regarding the Company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant Agenda Item. The request for information shall also extend to the Company's legal and business relations with any affiliated enterprise as well as the outlook of the Group and the companies included in the consolidated financial statements.

Further information on the rights of the shareholders

Further information on the rights of the shareholders pursuant to sections 122, para. 2, 126 para. 1, 127, 131 para. 1 of the German Stock Corporation Act can be found on the Internet at www.stada.com/agm2017.

Reference to the Company's Internet page

Information shall be made available to the shareholders of the Company in accordance with section 124a of the German Stock Corporation Act on the Company's Internet page at www.stada.com/agm2017.

Bad Vilbel, July 2017

STADA Arzneimittel AG

The Executive Board

Route planner to the Annual General Meeting

Arriving by car*:

Autobahn A5 from Kassel and Basel/Mannheim:

Exit at Frankfurt Westkreuz to the A648 following the signs to "Stadtmitte/Messe", then the signs to "Stadtmitte/Congress C.".

Autobahn A3 from Würzburg:

Cross over Frankfurter Kreuz on the A5, exit at Frankfurt Westkreuz to the A648 in direction to "Stadtmitte/Messe" and follow the signs to "Stadtmitte/Congress C.".

Autobahn A3 from Cologne:

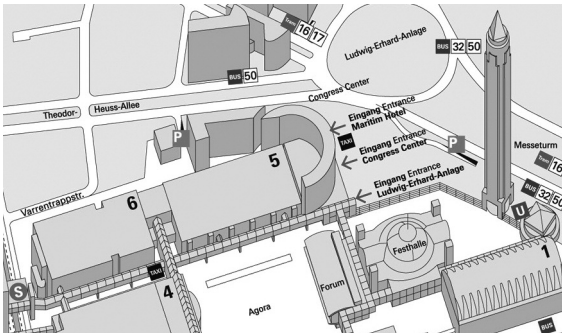
At Wiesbadener Kreuz follow the A66 towards Frankfurt, then follow the signs to "Stadtmitte/Congress C." on the A648.

The number of parking spaces in the Messe Congress Center car park is limited.

Arriving by train/tram:

To Frankfurt am Main central station, then take the U4 tube to the "Festhalle/Messe" station or take tram line 16 or 17 to the "Festhalle/Messe" tram stop.

We like to inform you that STADA Arzneimittel AG will neither bear the expenses for parking nor for RMV-tickets.



Important Notice:

In the interest of all participants, we will establish security measures that are customary for assemblies of this kind. This will include, among other things, a utilising a metal detector at the entrance to the meeting. In this connection, we ask you not to carry any dangerous items such as knives or scissors, since we will have to secure them into safekeeping until you leave the shareholders' meeting. We ask for your understanding that there may be waiting times and that you take these into consideration when calculating your timely arrival. The entrance is from 8:30 am (CEST).

*Please note: On October 1, 2008, the city of Frankfurt am Main introduced a low emission zone to mitigate the emission of particles (fine particles), in order to adhere to the threshold values under the German Federal Immission Control Act (Bundes-Immissionsschutzgesetz, BImSchG). From January 1, 2012 on only vehicles marked with green sticker are permitted to enter the low emission zone. Frankfurt's low emission zone is the area within the highway belt created by the A5 in the West, the A3 in the South and the A661 in the East and North.



STADA Arzneimittel Aktiengesellschaft

Stadastraße 2-18 61118 Bad Vilbel Phone +49 (0)6101 603-0
Internet: www.stada.com

Chairman Supervisory Board: Carl Ferdinand Oetker
Executive Board: Engelbert Coster Tjeenk Willink (Chairman)
Dr. Bernhard Düttmann
Dr. Barthold Piening

Registered Office: Bad Vilbel, Germany
District Court: Frankfurt/Main, HRB 71290